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July 20, 1994

RECORDATION NO. 18628-C FILED 1403

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INTERSTATE COMMERCE COMMISSION

Recordation No. 18628-C

Dear Mr. Strickland:

On behalf of Rail Wagons, Inc., I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Release and Termination of Security Interest in Service Agreement ("Release"), executed July 28, 1994.

The party executing the enclosed Release is:

Rail Wagons, Inc.  
c/o CSX Transportation, Inc.  
500 Water Street SCJ 220  
Jacksonville, FL 32202

- RELEASING PARTY

The said Release is a full release and termination of all security interest of the Releasing Party covered by that certain Memorandum of Service Agreement Assignment recorded under Recordation No. 18628-B and a full release and discharge of all collateral thereunder and the Release should be recorded under the next available letter under Recordation No. 18628, which we believe is "-C."

The equipment covered by the enclosed Release is the equipment covered in and by the documents under ICC Recordation No. 18628.

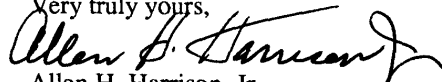
A short summary of the Release to appear in the ICC Index is as follows:

"Full Release and Termination of all Security Interest."

Enclosed is a check in the amount of eighteen dollars (\$18.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.

Attorney for Rail Wagons, Inc. for the purpose of this filing.

Honorable Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423  
Enclosures  
BY HAND

8308-020

18628

RECORDATION NO. 18628-C FILED 1994

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RELEASE AND TERMINATION  
OF  
SECURITY INTEREST IN SERVICE AGREEMENT

INTERSTATE COMMERCE COMMISSION

KNOW ALL PERSONS BY THESE PRESENTS THAT

WHEREAS, Helm Financial Corporation, as Owner, and North Shore Railroad Company, as Railroad, did enter into that certain Memorandum of Service Agreement dated as of September 27, 1993 which was filed and recorded with the Interstate Commerce Commission ("ICC") on December 30, 1994 under Recordation No. 18628, and

WHEREAS, Helm Financial Corporation, as Assignor, and Helm-Atlantic Associates Limited Partnership, a Delaware limited partnership, as Assignee, did enter into that certain Memorandum of Assignment of Service Agreement dated as of December 27, 1993 whereby the Assignor assigned to Assignee its right, title and interest in and to the Service Agreement, as amended, covered by the above-mentioned Memorandum of Service Agreement, as to certain designated units, the said Memorandum of Assignment of Service Agreement being filed and recorded with the ICC on February 14, 1994 under Recordation No. 18628-A, and

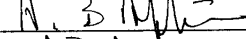
WHEREAS, Helm-Atlantic Associates Limited Partnership, as Assignor, and Rail Wagons, Inc., as Assignee, did enter into that certain Memorandum of Service Agreement Assignment ("Assignment") dated as of December 27, 1993 whereby the Assignor assigned to the Assignee a security interest in its interest in the above-mentioned Service Agreement, the said Assignment being filed and recorded with the ICC on February 14, 1994 under Recordation No. 18628-B, and

WHEREAS, the obligations secured by the Assignment have been satisfied and discharged;

NOW THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is acknowledged, and intending to be legally bound, Rail Wagons, Inc. does hereby release and terminate in *toto* the security interest created by the aforesaid Assignment and fully releases and discharges all the collateral described and covered therein and thereby.

IN WITNESS WHEREOF, Rail Wagons, Inc., has duly executed this RELEASE AND TERMINATION OF SECURITY INTEREST IN SERVICE AGREEMENT as of this 18<sup>th</sup> day of July 1994.

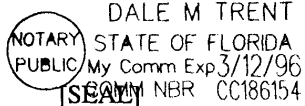
RAIL WAGONS, INC.

By:   
Name: A. B. Anderson  
Title: V. P. and Treasurer

STATE OF FLORIDA )  
COUNTY OF DUVAL ) SS:

On this 18th day of July, 1994 before me personally appeared A.B. ATOORA, to me personally known, who being by me duly sworn, says that he/she is the TREASURER <sup>Vice President and</sup> of Rail Wagons, Inc., that the foregoing instrument was signed on behalf of Rail Wagons, Inc. by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of Rail Wagons, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Dale M. Trent  
Notary Public

My Commission expires: 3/12/96